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December 19, 2006

**VIA CM/ECF AND HAND DELIVERY**

The Honorable Joseph J. Farnan, Jr.  
United States District Court  
District of Delaware  
844 King Street  
Wilmington, DE 19801

**Re: *Magten Asset Management Corp. and Law Debenture Trust Co. v. NorthWestern Corp.*; C.A. No. 04-1494-JJF;  
*Magten Asset Management Corp. v. Mike J. Hanson and Ernie J. Kindt*; C.A. No. 05-0499-JJF; and  
*Magten Asset Management Corp. v. Paul Hastings Janofsky & Walker LLP*; C.A. No. 04-1256-JFF.**

Your Honor:

Enclosed is a courtesy copy of the Motion to Compel Discovery (the "Motion to Compel") filed on Friday, December 15, 2006, on behalf of plaintiffs Magten Asset Management Corporation and Law Debenture Trust Company of New York in the above-captioned matters. By copy of this letter, we are also forwarding a copy of the Motion to John James, who was appointed Special Discovery Master in these cases. D.I. 63.\*

The Motion to Compel is directed to defendant NorthWestern and defendants Hanson and Kindt. While Plaintiffs have filed the Motion to Compel with this Court, we believe that, in accordance with the Court's order appointing the Special Master, the Motion to Compel should be decided by the Special Master.

Magten and Law Debenture have reason to believe that NorthWestern may take the view that the absence of a reference to the Special Master in this Court's Scheduling Order entered in the above-captioned matters, has revoked this Court's prior order appointing a Special Master. However, Plaintiffs maintain that, in the absence of an express revocation, the Order Appointing Special Master remains a valid order in these cases and the Scheduling Order must be read in harmony therewith. Moreover, Magten and Law Debenture believe that NorthWestern

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\* Unless otherwise specified, the docket items cited herein are those assigned in case 04-1494.



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has waived any other objections to the appointment of a Special Master by virtue of its application to the Court for the appointment of a Special Discovery Master. *See* D.I. 59 ("we write to confirm that the appointment of John E. James, Esq. as Special Master in connection with the three above-referenced actions is acceptable to NorthWestern."); and D.I. 38 ("The parties are in agreement that a Special Master should be appointed for purposes of coordinating discovery in the Actions."). Additionally, none of the parties to the above-referenced actions objected to the appointment of the Special Master. *See* D.I. 61 ("we write to confirm that the appointment of John E. James, Esquire as Special Master in connection with the three above-referenced actions is acceptable to Messrs. Hanson and Kindt."); and D.I. 60 ("Paul Hastings provides notice that it has no objection to the appointment of Mr. James as Special Master.").

Unless the Court indicates otherwise, Magten and Law Debenture intend to proceed by pressing their Motion to Compel with the Special Master.

Respectfully submitted,

Dale R. Dubé  
I.D. No. 2863

DRD/pb  
Enclosure

cc: (All cc's sent without enclosures)  
Clerk of Court (via CM/ECF and hand delivery)  
John E. James, Esquire (via e-mail and hand delivery)  
Bijan Amini, Esquire (via e-mail and Federal Express)  
Jesse H. Austin, III, Esquire (via e-mail and Federal Express)  
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